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RECORDATION NO. 20972-X FILED

December 28, 2001

JAN 03 '02 4-34 PM

Taledia Stokes
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423

SURFACE TRANSPORTATION BOARD



Dear Taledia,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of December 6, 2001 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, New York, NY 10036

Lessee: **ARCHER DANIELS MIDLAND COMPANY**
4666 Faries Parkway, Decatur, IL. 62625

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **ARCHER DANIELS MIDLAND COMPANY**, covering 48 hopper cars with reporting marks and numbers – CEFX 15005-GRPX 944590, NOT INCLUSIVE.

Please file this memorandum **FOURTH** as a **SECONDARY** document to Recordation #20972 dated 10/28/97 and return one (1) stamped original to my attention. A check covering the filing fee of twenty-eight dollars (\$28.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20100.

Thank you for your prompt assistance.

Sincerely,


Sherry Lewey
Research/Development Coordinator

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 6th day of December 2001, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ARCHER DANIELS MIDLAND COMPANY, a Delaware corporation, with an address at 4666 Faries Parkway, Decatur, Illinois 62525 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of August 29, 1997, covering certain equipment described therein and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on October 28 1997 as recordation number 20972.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the Equipment ("Equipment") as set forth in Schedule A hereto, and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph L. Mankowski
Name: JOSEPH L. MANKOWSKI
Title: VICE PRESIDENT/RAIL RESOURCES

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ARCHER DANIELS MIDLAND COMPANY

By: Randy Neumayer
Name: Randy Neumayer
Title: Senior Vice President-Transportation

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SURFACE TRANSPORTATION BOARD

Quantity
48

Equipment Description
4750 c.f. covered hopper cars with
gravity gates and trough hatches

Car Marks and Numbers

1	CEFX	15005
2	CEFX	15044
3	CEFX	15045
4	CEFX	15048
5	CEFX	15051
6	CEFX	15064
7	CEFX	15090
8	CEFX	15094
9	CEFX	15095
10	CEFX	15347
11	CEFX	15702
12	CEFX	15749
13	CEFX	17060
14	CEFX	17063
15	CEFX	17068
16	CEFX	17070
17	CEFX	17074
18	CEFX	17083
19	CEFX	17094
20	CEFX	17118
21	CEFX	17124
22	CEFX	17126
23	CEFX	17136
24	CEFX	17144

25	CEFX	17158
26	CEFX	17160
27	CEFX	17164
28	CEFX	17165
29	CEFX	17177
30	CEFX	17178
31	CEFX	17181
32	CEFX	17197
33	CEFX	17204
34	CEFX	17210
35	CEFX	17212
36	CEFX	151918
37	GRPX	944250
38	GRPX	944289
39	GRPX	944294
40	GRPX	944318
41	GRPX	944338
42	GRPX	944374
43	GRPX	944403
44	GRPX	944464
45	GRPX	944479
46	GRPX	944491
47	GRPX	944574
48	GRPX	944590